

ARTICLES OF INCORPORATION
OF THE
INDIANA GEOGRAPHIC INFORMATION COUNCIL, INC.

The undersigned incorporator, desiring to form a corporation (the “Corporation”) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), executes the following Articles of Incorporation:

ARTICLE 1

Name

Section 1.01. Name. The name of this Corporation is:

Indiana Geographic Information Council, Inc.

ARTICLE 2

Purposes and Powers

Section 2.01. Type of Corporation. This Corporation is a public benefit corporation.

Section 2.02. Primary Purposes. The purposes for which this Corporation is organized are limited as follows:

Clause 2.02(a). Charitable Purposes. To identify and support tax-exempt purposes through direct charitable activity, and through the making of grants to various individuals and organizations to be used solely in furtherance of tax-exempt purposes, with specific attention to developing and recommending policies, standards, guidelines and strategies that emphasize cooperation and coordination among Indiana geographic information system users, federal agencies and other states that are developing and implementing geographic information systems, in order to maximize the value and cost-effectiveness of geographic data and technologies and to avoid redundant activities.

Clause 2.02(b). Additional Purposes. In addition, the Corporation is formed for the purpose of assisting and engaging in all activities which serve charitable, educational, literary, religious or scientific purposes, which are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Clause 2.02(c). Limitations. Nothing contained in these Articles of Incorporation shall be construed to authorize the Corporation to engage in any activities or perform any functions which are not within the definitions of exempt purposes as set forth in Section 501(c)(3) of the Code.

Section 2.03. Limitations Upon Powers. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not knowingly engage in any transaction that is an “excess benefit transaction” subject to excise tax under Section 4958 of the Code.

ARTICLE 3

Registered Office and Registered Agent

Section 3.01. Registered Office. The street address of the registered office of the Corporation is:

245 West 44th Street
Indianapolis, Indiana 46208

Section 3.02. Registered Agent. The name of the registered agent of the Corporation at the registered office is:

Julia L. Saligoe-Simmel

ARTICLE 4

Members

Section 4.01. Membership. The Corporation shall not have members.

ARTICLE 5

Incorporator

Section 5.01. Name and Address of Incorporator. The name and address of the incorporator are as follows:

Julia L. Saligoe-Simmel
245 West 44th Street
Indianapolis, Indiana 46208

ARTICLE 6

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 6.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 6.02. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Code of By-Laws of the Corporation.

Section 6.03. Limitation on Powers of the Board of Directors. Notwithstanding any contrary provisions in these Articles, the Board of Directors shall not have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code.

Section 6.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code.

ARTICLE 7

Dissolution

Section 7.01. Dissolution. In the event of the dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the State of Indiana, any instrumentality or subdivision thereof, or to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(3) of the Code; provided, however, that any assets transferred to a governmental entity shall be used exclusively for public purposes. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for those tax-exempt purposes or to such tax-exempt organization as are described in this Article 7 as the Court shall determine. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE 8

Restrictions Applicable if the Corporation Is Or Becomes A Private Foundation

Section 8.01. Restrictions. Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event and if for any reason the Corporation should fail to qualify as a “public charity” and is classified as a “private foundation” as that term is defined in Section 509(a) of the Code (including a “private operating foundation” as that term is defined in Section 4942(j)(3) of the Code), then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a “private foundation,” the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions and limitations:

Clause 8.01(a). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Clause 8.01(b). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

Clause 8.01(c). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Clause 8.01(d). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

Clause 8.01(e). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 9

Definitions

Section 9.01. Definitions. Any reference made herein to a Section of the “Code” shall include that Section of the Internal Revenue Code of 1986, as well as (1) any subsequent amendments thereto; (2) the corresponding provisions in any recodification of the Internal Revenue Code; and (3) the Treasury Regulations promulgated under such Section.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 5, executes these Articles of Incorporation this _____ day of _____, 2002.

Julia L. Saligoe-Simmel

Incorporator